

FCB Bancorp, Inc. (OTC Pink: FCBE; Louisville, KY) has agreed to merge with MainSource Financial Group, Inc. (NASDAQ: MSFG; Greensburg, IN)

Deal Value: Approximately \$56.9 million

Sandler O'Neill served as exclusive financial advisor to FCB Bancorp, Inc. and rendered a fairness opinion in connection with the transaction. This transaction represents Sandler O'Neill's 105th bank or thrift transaction nationwide since January 1, 2015, representing \$32.4 billion in aggregate transaction value. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions and for a greater aggregate deal value than any other investment bank during that time period.¹

Since January 1, 2015, Sandler O'Neill has advised on 18 bank or thrift transactions in the Midwest region for an aggregate transaction value of \$10.0 billion, more than any other investment bank during that time period.¹

GREENSBURG, IN and LOUISVILLE, KY — MainSource Financial Group, Inc. (NASDAQ:MSFG) ("MainSource" or the "Company") announced today that it has entered into a definitive merger agreement to acquire all of the common stock of FCB Bancorp, Inc. ("FCB") in a cash and stock transaction valued at approximately \$56.9 million.

FCB, headquartered in Louisville, is the holding company for The First Capital Bank of Kentucky ("First Capital Bank"), which operates 7 full service branches in greater Louisville. As of September 30, 2016, FCB had approximately \$523.6 million in assets, \$428.9 million in loans, \$390.1 million in deposits and \$30.7 million of total equity. Following the merger, it is anticipated that First Capital Bank will operate as a separate subsidiary of MainSource for a short period of time, after which it is anticipated that First Capital Bank will merge with and into MainSource Bank, an Indiana chartered commercial bank and wholly-owned subsidiary of MainSource, with MainSource Bank as the surviving bank.

"We are very pleased to announce the merger with First Capital Bank," commented Archie M. Brown, Jr., President and Chief Executive Officer of MainSource. "This combination significantly moves MainSource forward on our plan to have full branch coverage in our three core metropolitan markets of Indianapolis, Cincinnati and Louisville. Our commitment to Louisville and the surrounding areas continues to be strong, and we are eager to welcome the customers and employees of First Capital into MainSource."

H. David Hale, Chairman, President and Chief Executive Officer of FCB, stated, "MainSource Bank has demonstrated its community banking approach in the greater Louisville area for many years. We feel strongly that their product offering and commitment to customer service will allow for a seamless transition for our customers." He continued, "In addition, the added presence of MainSource in the area will create an even greater opportunity for the communities currently served by First Capital Bank."

Under the terms of the agreement, which was approved by the boards of both companies, shareholders of FCB will receive 0.9 shares of MainSource common stock and \$7.00 in cash for each share of FCB common stock owned. Based upon the December 16, 2016 closing price of \$32.65 per share of MainSource common stock, the transaction is valued at approximately \$56.9 million.

MainSource expects the transaction to be accretive to 2018 diluted earnings per share by approximately 5%. It is projected to be approximately 2.5% dilutive to tangible book value per share at closing, inclusive of \$6.5 million in pre-tax restructuring charges, with an earnback period of approximately 3.5 years using the "cross-over" method.

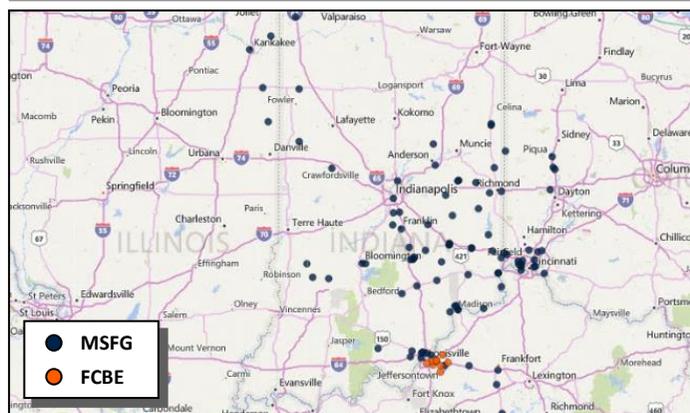
The merger is expected to be completed in the second quarter of 2017, subject to the satisfaction of customary closing conditions, including regulatory approvals and the approval of the shareholders of FCB.

Financial Highlights

(\$ in millions)	MSFG	FCBE
Total Assets	\$ 4,013.9	\$ 523.6
Total Net Loans	2,570.1	426.5
Total Deposits	3,124.0	390.1
Total Equity	459.6	30.7
TCE/TA	8.99%	5.86%

*1) Source: SNL Financial; excludes terminated transactions and self-advisory roles
Note: Financial data as of 9/30/2016 for both MSFG and FCBE*

Pro Forma U.S. Branch Map



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